

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Thomas	MI: H	Last Name: Sullivan	Suffix:
80) Title: President			
Signature: Thomas H Sullivan		81) Date: 10/19/01	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Douglas	MI: I	Last Name: Brandon	Suffix:
83) Title: Vice President			
Signature: Douglas I Brandon		84) Date: 10/19/01	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
KNLH626	AL					Yes
KNLH628	AL					Yes
KNLH629	AL					Yes
WPOJ806	AL					Yes
WPOK622	AL					Yes
WPOK623	AL					Yes
KNLF391	AL					Yes
KNLF392	AL					Yes
KNLF393	AL					Yes
KNLG208	AL					Yes
KNLG228	AL					Yes
KNLF769	AL					Yes
WPOJ822	AL					Yes
WPOJ823	AL					Yes
WPOJ824	AL					Yes
WPOJ825	AL					Yes
WPOK625	AL					Yes
WPOK683	AL					Yes
WPOK684	AL					Yes
WPOL354	AL					Yes
WPSI622	AL					Yes
WPSI618	AL					Yes
WPSI619	AL					Yes
WPSI620	AL					Yes
WPSI621	AL					Yes
KNLG906	AL					Yes
KNLG920	AL					Yes
KNLG921	AL					Yes
KNLH393	AL					Yes
KNLG917	AL					Yes
WPON423	AL					Yes
WPOK631	AL					Yes

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization**1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
------------------------------------	-----------------------	-----------------------	---------------

3) Certification Statements**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	10/19/01	Ex. I: Public Interest Statement	0176975647348587830735150.pdf
Other	10/19/01	Ex. II: Unjust Enrichment	0176975657348587830735150.pdf
Other	10/19/01	Ex. II: Unjust Enrichment Schedules A-G	0176975667348587830735150.pdf
Other	10/19/01	Ex. III: Merger Agreement	0176975677348587830735150.pdf
Other	10/19/01	Ex. IV: FCC Form 602	0176975687348587830735150.pdf



ALL STATE LEGAL 806-22-0370 F011AC RECEIVED



Wiley Rein & Fielding LLP

Stamp and Return

1776 K STREET NW
WASHINGTON, DC 20006
PHONE 202.719.7000
FAX 202.719.7049

Virginia Office
7925 JONES BRANCH DRIVE
SUITE 6200
McLEAN, VA 22102
PHONE 703.905.2800
FAX 703.905.2820

www.wrf.com

October 22, 2001

BY HAND DELIVERY

Ms. Magalie Roman Salas, Secretary
Federal Communications Commission
425 12th Street, SW--The Portals
Washington, D.C. 20554

RECEIVED
OCT 22 2001

Eric W. DeSilva
202.719.3182
edesilva@wrf.com

Re: Application for Transfer of Control of TeleCorp Holding Corp. II, L.L.C.
from TeleCorp PCS, Inc. to AT&T Wireless Services LLC

Dear Ms. Salas:

Please find enclosed a manually filed original and copy FCC Form 603 application for Commission consent to the transfer of control of a certain license from TeleCorp Holding Corp. II, L.L.C. ("THC-II") from TeleCorp PCS, Inc. to AT&T Wireless Services, Inc. (collectively, the "applicants"). Because this license is not presently licensed to THC-II in the Commission's Universal Licensing System, the applicants have no means to file this application electronically. Under these circumstances, the applicants are seeking a waiver of the electronic filing rule, 47 C.F.R. §1.913(b), to permit this application to be filed manually. The applicants have included, as an attachment to the application, a detailed waiver request.

Should any questions arise concerning this filing, please contact the undersigned at (202) 719-3182.

Respectfully yours,

Eric W. DeSilva

Enclosure

FCC Wireless Telecommunications Bureau
Application for Assignments of Authorization
and Transfers of Control

Approved by OMB
3060 - 0800
See instructions for
public burden estimate

1) Application Purpose (Select only one) (TC)

AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal	NT - Required Notification (for Consummation of Assignment or Transfer) EX - Request for Extension of Time (to Consummate Assignment or Transfer)
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.		File Number:
2b) File numbers of related pending applications currently on file with the FCC:		

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control?	(<u>N</u>) <u>Yes</u> <u>No</u>
3b) If the answer to Item 3a is 'yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?	() <u>Yes</u> <u>No</u>
4) For assignments of authorization only, is this a partition and/or disaggregation?	() <u>Yes</u> <u>No</u>
5) Does this filing request a waiver of the Commission's rules?	(<u>Y</u>) <u>Yes</u> <u>No</u>
6) Are attachments being filed with this application?	(<u>Y</u>) <u>Yes</u> <u>No</u>
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required?	(<u>Y</u>) <u>Yes</u> <u>No</u>
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required?	(<u>Y</u>) <u>Yes</u> <u>No</u>

Transaction Information

8) How will the assignment of authorization or transfer of control be accomplished? Select One: (<u>S</u>)	
<u>S</u> ale or other assignment or transfer of stock	<u>C</u> ourt Order
<u>O</u> ther (voting trust agreement, management contract, etc.): _____	
If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.	
9) The assignment of authorization or transfer of control of license is: (<u>V</u>) <u>Voluntary</u> <u>Involuntary</u>	

Licensee/Assignor Information

10a) Taxpayer Identification Number: 54-19849060		10b) SGIN:	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): TeleCorp Holding Corp. II, L.L.C.			
13) Attention To: Thomas Sullivan			
14) P.O. Box:	And /Or	15) Street Address: 1010 N. Glebe Road, Suite 800	
16) City: Arlington	17) State: VA	18) Zip: 22201	
19) Telephone Number: 703.236.1100	20) FAX: 703.236.1101		
21) E-Mail Address: tsullivan@telecorp1.com			

93) Race, Ethnicity, and Gender of Assignor/Licensee (Optional):

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: A00002250			23b) SGIN		
24) First Name (if individual):	MI:	Last Name:			Suffix:
25) Entity Name (if other than individual): TeleCorp PCS, Inc.					
26) P.O. Box:	And /Or	27) Street Address: 1010 N. Glebe Road, Suite 800			
28) City: Arlington			29) State: VA	30) Zip: 22201	
31) Telephone Number: 703.236.1100-			32) FAX: 703.236.1101		
33) E-Mail Address: tsullivan@telecorp1.com					

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Eric	MI: W	Last Name: DeSilva			Suffix:
35) Company Name: Wiley Rein & Fielding, LLP					
36) P.O. Box:	And /Or	37) Street Address: 1776 K Street, NW			
38) City: Washington			39) State: DC	40) Zip: 20006	
41) Telephone Number: 202.719.3182			42) FAX: 202.719.4969		
43) E-Mail Address: edesilva@wrf.com					

Assignee/Transferee Information

44) Assignee is a(n): (C) <u>Individual Corporation</u> <u>Unincorporated Association</u> <u>Trust Partnership</u> <u>Government Entity Consortium</u> <u>Joint Venture</u>					
45a) Taxpayer Identification Number: 91-1379052			45b) SGIN		
46) First Name (if individual):	MI:	Last Name:			Suffix:
47) Entity Name (if other than individual): AT&T Wireless Services, Inc.					
48) Name of Real Party in Interest:				49) TIN	
50) Attention To: Douglas I. Brandon					

51) P.O. Box:	And /Or	52) Street Address: 1150 Connecticut Avenue, N.W., 4th Floor
53) City: Washington	54) State: DC	55) Zip: 20036
56) Telephone Number: 202.223.9222	57) FAX: 202.223.9095	
58) E-Mail Address:		

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: David	MI: C	Last Name: Jatlow	Suffix:
60) Company Name: AT&T Wireless Services, Inc.			
61) P.O. Box:	And /Or	62) Street Address: 1150 Connecticut Avenue, N.W., 4th Floor	
63) City: Washington	64) State: DC	65) Zip: 20036	
66) Telephone Number: 202.223.9222	67) FAX: 202.223.9095		
68) E-Mail Address: david.jatlow@attws.com			

Alien Ownership Questions

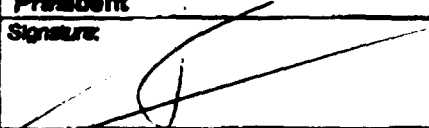
69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	(N) <u>Yes</u> <u>No</u>
70) Is the Assignee or Transferee an alien or the representative of an alien?	(N) <u>Yes</u> <u>No</u>
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	(N) <u>Yes</u> <u>No</u>
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N) <u>Yes</u> <u>No</u>
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N) <u>Yes</u> <u>No</u>

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Yes</u> <u>No</u>
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Yes</u> <u>No</u>
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Yes</u> <u>No</u>
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Yes</u> <u>No</u>

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			


Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Red. 8293 (1996).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name:	MI:	Last Name:	Suffix:
Thomas	H	Sullivan	
80) Title:			
President			
Signature:			81) Date:
			

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Red. 8293 (1996).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. * If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1986, 21 U.S.C. § 882, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to this application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name:	Mi:	Last Name:	Suffix:
Douglas	I	Brandon	
83) Title:			
Vice President			
Signature:			84) Date:
			10/19/01
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			



FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 10/19/2001 at 03:30PM File Number: 0000634894
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: 541871239	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0002049062
11) First Name (if individual):	MI:	Last Name: Suffix:
12) Entity Name (if not an individual): TeleCorp LMDS, Inc.		
13) Attention To: Thomas Sullivan		
14) P.O. Box:	And / Or	15) Street Address: 1010 N. Glebe Road, Suite 800
16) City: Arlington	17) State: VA	18) Zip: 22201
19) Telephone Number: (703)236-1127	20) FAX: (703)236-1101	
21) E-Mail Address: tsullivan@telecorp1.com		

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: A00002250	23b) SGIN: 000	23c) FCC Registration Number (FRN):
24) First Name (if individual):	MI:	Last Name:
25) Entity Name (if not an individual): TeleCorp PCS, Inc.		
26) P.O. Box:	And / Or	27) Street Address: 1010 N. Glebe Road, Suite 800
28) City: Arlington	29) State: VA	30) Zip: 22201
31) Telephone Number: (703)236-1100	32) FAX: (703)236-1101	
33) E-Mail Address: tsullivan@telecorp1.com		

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Eric	MI: W	Last Name: DeSilva	Suffix:
35) Company Name: Wiley, Rein & Fielding			
36) P.O. Box:	And / Or	37) Street Address: 1776 K Street, NW	
38) City: Washington	39) State: DC	40) Zip: 20006	
41) Telephone Number: (202)719-3182	42) FAX: (202)719-4969		
43) E-Mail Address: edesilva@wrf.com			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation		
45a) Taxpayer Identification Number: 911379052	45b) SGIN: 000	45c) FCC Registration Number (FRN): 0004122032
46) First Name (if individual):	MI:	Last Name:
47) Entity Name (if other than individual): AT&T Wireless Services, Inc.		
48) Name of Real Party in Interest:		49) TIN:
50) Attention To:		
51) P.O. Box:	And / Or	52) Street Address: 1150 Connecticut Avenue, N.W., 4th Floor
53) City: Washington	54) State: DC	55) Zip: 20036
56) Telephone Number: (202)223-9222	57) FAX: (202)223-9095	
58) E-Mail Address:		

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: David	MI: C	Last Name: Jatlow	Suffix:
60) Company Name: AT&T Wireless Services, Inc.			
61) P.O. Box:	And / Or	62) Street Address: 1150 Connecticut Avenue, NW, 4th Floor	
63) City: Washington	64) State: DC	65) Zip: 20036	
66) Telephone Number: (202)223-9222	67) FAX: (202)223-9095		
68) E-Mail Address: david.jatlow@attws.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
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2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Thomas	MI: H	Last Name: Sullivan	Suffix:
80) Title: President			
Signature: Thomas H Sullivan		81) Date: 10/19/01	

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2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Douglas	MI: I	Last Name: Brandon	Suffix:
83) Title: Vice President			
Signature: Douglas I Brandon		84) Date: 10/19/01	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
WPOH988	AL					Yes
WPOH989	AL					Yes
WPOH990	AL					Yes
WPOH991	AL					Yes
WPOH992	AL					Yes
WPOH993	AL					Yes
WPOH994	AL					Yes
WPOL375	AL					Yes

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	10/19/01	Ex. I: Public Interest Statement	0176976127851599778972751.pdf
Other	10/19/01	Ex. II: Unjust Enrichment	0176976137851599778972751.pdf
Other	10/19/01	Ex. II: Unjust Enrichment Schedules A-G	0176976157851599778972751.pdf
Other	10/19/01	Ex. III: Merger Agreement	0176976167851599778972751.pdf
Other	10/19/01	Ex. IV: FCC Form 602	0176976177851599778972751.pdf



FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 10/19/2001 at 03:33PM File Number: 0000634851
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: 660566660	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0001726306
11) First Name (if individual):	MI:	Last Name: Suffix:
12) Entity Name (if not an individual): TeleCorp of Puerto Rico, Inc.		
13) Attention To: Thomas Sullivan		
14) P.O. Box:	And / Or	15) Street Address: 1010 N. Glebe Road, Suite 800
16) City: Arlington	17) State: VA	18) Zip: 22201
19) Telephone Number: (703)236-1100	20) FAX: (703)236-1101	
21) E-Mail Address: tsullivan@telecorp1.com		

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: A00002250		23b) SGIN: 000	23c) FCC Registration Number (FRN):
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): TeleCorp PCS, Inc.			
26) P.O. Box:	And / Or	27) Street Address: 1010 N. Glebe Road, Suite 800	
28) City: Arlington	29) State: VA	30) Zip: 22201	
31) Telephone Number: (703)236-1100		32) FAX: (703)236-1101	
33) E-Mail Address: tsullivan@telecorp1.com			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Eric	MI: W	Last Name: DeSilva	Suffix:
35) Company Name: Wiley, Rein & Fielding			
36) P.O. Box:	And / Or	37) Street Address: 1776 K Street, NW	
38) City: Washington	39) State: DC	40) Zip: 20006	
41) Telephone Number: (202)719-3182		42) FAX: (202)719-4969	
43) E-Mail Address: edesilva@wrf.com			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation			
45a) Taxpayer Identification Number: 911379052		45b) SGIN: 000	45c) FCC Registration Number (FRN): 0004122032
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): AT&T Wireless Services, Inc.			
48) Name of Real Party in Interest:		49) TIN:	
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: 1150 Connecticut Avenue, N.W., 4th Floor	
53) City: Washington	54) State: DC	55) Zip: 20036	
56) Telephone Number: (202)223-9222		57) FAX: (202)223-9095	
58) E-Mail Address:			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: David	MI: C	Last Name: Jatlow	Suffix:
60) Company Name: AT&T Wireless Services, Inc.			
61) P.O. Box:	And / Or	62) Street Address: 1150 Connecticut Avenue, NW, 4th Floor	
63) City: Washington	64) State: DC	65) Zip: 20036	
66) Telephone Number: (202)223-9222		67) FAX: (202)223-9095	
68) E-Mail Address: david.jatlow@attws.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
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79) Typed or Printed Name of Party Authorized to Sign			
First Name: Thomas	MI: H	Last Name: Sullivan	Suffix:
80) Title: President			
Signature: Thomas H Sullivan		81) Date: 10/19/01	

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WPQK287	AL					Yes

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Other	10/19/01	Ex. IV: FCC Form 602	0176975735092170331548952.pdf

